AMERICAN EXPRESS CO

Form 4

February 04, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number: January 31, Expires:

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Check this box

obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * KELLY ALFRED F JR

2. Issuer Name and Ticker or Trading Symbol

AMERICAN EXPRESS CO [AXP]

5. Relationship of Reporting Person(s) to

Issuer

below)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

President

below)

3 WORLD FINANCIAL CENTER, 200 VESEY ST. AMERICAN EXPRESS TOWER

(Street)

(State)

4. If Amendment, Date Original

01/31/2008

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10285

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transaction Code	4. Securities Acquired on(A) or Disposed of (D)			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership		
							Following Reported	(Instr. 4)	(Instr. 4)	
					(A) or		Transaction(s)			
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	01/31/2008		A	22,898 (1)	A	\$0	390,619	D		
Common							4.605	т	401(k)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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4,695

Trust

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Month/Day/Year) Execution Date, if TransactionDo any Code Se (Month/Day/Year) (Instr. 8) Ac Dr (Instr. 8) TransactionDo		5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Option (Right to Buy)	\$ 49.13	01/31/2008		A	200,000	01/31/2009(2)	01/30/2018	Common Stock	200

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KELLY ALFRED F JR 3 WORLD FINANCIAL CENTER 200 VESEY ST, AMERICAN EXPRESS TOWER NEW YORK, NY 10285

President

Signatures

/s/ Stephen P. Norman, attorney-in-fact

02/04/2008

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted Stock Award will vest 100% after three years subject to the Company's achievement of certain financial performance requirements during the vesting period and other award requirements including continuous employment.
- (2) These shares become exercisable in four cumulative annual installments of 25% each beginning on date shown as "Date Exercisable."

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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